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*Attorneys for the Official Committee of Equity
 Security Holders of USA Capital Diversified Trust
 Deed Fund, LLC*

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

In re:
 USA COMMERCIAL MORTGAGE COMPANY,
 Debtor.

In re:
 USA CAPITAL REALTY ADVISORS, LLC,
 Debtor.

In re:
 USA CAPITAL DIVERSIFIED TRUST DEED
 FUND, LLC,
 Debtor.

In re:
 USA CAPITAL FIRST TRUST DEED FUND, LLC,
 Debtor.

In re:
 USA SECURITIES, LLC,
 Debtor.

Affects:

- ☒ All Debtors
☐ USA Commercial Mortgage Company
☐ USA Securities, LLC
☐ USA Capital Realty Advisors, LLC
☐ USA Capital Diversified Trust Deed Fund, LLC
☐ USA First Trust Deed Fund, LLC

Case No. BK-S-06-10725 LBR
 Case No. BK-S-06-10726 LBR
 Case No. BK-S-06-10727 LBR
 Case No. BK-S-06-10728 LBR
 Case No. BK-S-06-10729 LBR

Chapter 11

Jointly Administered Under
 Case No. BK-S-06-10725-LBR

**DIVERSIFIED TRUST DEED
 FUND COMMITTEE'S RESPONSE
 IN SUPPORT OF DEBTORS'
 MOTION FOR ORDER
 SCHEDULING AN AUCTION FOR
 THE SALE OF CERTAIN ASSETS,
 APPOINTING SPCP GROUP, LLC,
 AS LEAD BIDDER, AND
 APPROVING BID PROCEDURES
 AND PROTECTIONS**

Date: October 19, 2006
 Time: 9:30 a.m.
 Courtroom: 1

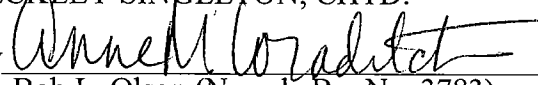
1 The Official Committee of Equity Security Holders of USA Capital Diversified Trust
 2 Deed Fund, LLC (the "DTDF Committee"), hereby submits its response in support of the
 3 Motion For Order Scheduling an Auction For The Sale of Certain Assets, Appointing SPCP
 4 Group, LLC, as Lead Bidder, and Approving Bid Procedures and Protections (the "Motion")
 5 filed by the debtors (the "Debtors") in the above-captioned chapter 11 bankruptcy cases (the
 6 "Cases").

7 The DTDF Committee supports the Motion and the sound business judgment of the
 8 Debtors and its professionals that the Motion memorializes. Further, the DTDF Committee
 9 points out that the term sheet together with the bid procedures that are the subject of the
 10 Motion were heavily negotiated by and between the prospective lead bidder and the Debtors,
 11 their professionals, and the professionals for all of the official committees appointed in these
 12 Cases by the Office of the United States Trustee, including the DTDF Committee.

13 Respectfully submitted this 18th day of October 2006.

14 BECKLEY SINGLETON, CHTD.

15 By


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